

**EXHIBIT B**

**Gross Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**DECLARATION OF KEVIN GROSS IN SUPPORT OF  
DEBTORS' APPLICATION TO RETAIN AND EMPLOY  
RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL  
EFFECTIVE AS OF THE PETITION DATE**

I, Kevin Gross, being duly sworn, state the following under penalty of perjury:

1. I am an attorney admitted to practice in the State of Delaware and before this Court, and an Of Counsel of the firm of Richards, Layton & Finger, P.A. (“**RL&F**”). RL&F is a Delaware law firm with offices at One Rodney Square, 920 North King Street, Wilmington, Delaware 19801.

2. I was elected as a director of RL&F effective as of April 1, 2020. Effective July 1, 2023, I became Of Counsel of RL&F, and I am one of the principal professionals expected to perform services on behalf of the Debtors in connection with the Chapter 11 Cases.

3. I submit this declaration in support of the foregoing application (the “**Application**”)<sup>2</sup> to provide certain disclosures in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge, information supplied to me by other RL&F

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

<sup>2</sup> Capitalized terms used, but not defined, herein shall have the same meanings ascribed to them in the Application.

professionals or paraprofessionals, or learned from my review of relevant documents. To the extent that any information disclosed herein requires amendment or modification upon RL&F's completion of further analysis, or as additional information becomes available to it, a supplemental affidavit or declaration will be submitted to the Court.

### **RL&F'S QUALIFICATIONS**

4. RL&F has extensive experience in the field of debtors' and creditors' rights and business reorganizations and liquidations under chapter 11 of the Bankruptcy Code and expertise, experience, and knowledge practicing before this Court. RL&F's proximity to the Court enables RL&F to respond quickly to emergency hearings and other emergency matters before this Court.

5. RL&F has been actively involved in major chapter 11 cases and has represented debtors in many cases, including recently: *In re DCL Holdings (USA), Inc.*, Case No. 22-11319 (JKS) (Bankr. D. Del. Jan. 23, 2023); *In re Kabbage, Inc. d/b/a KServicing*, Case No. 22-10951 (CTG) (Bankr. D. Del. Oct. 28, 2022); *In re Phoenix Services Topco LLC*, Case No. 22-10906 (MFW) (Bankr. D. Del. Oct. 25, 2022); *In re PhaseBio Pharm., Inc.*, Case No. 22-10995 (LSS) (Bankr. D. Del. Dec. 16, 2022); *In re Genapsys, Inc.*, Case No. 22-10621 (BLS) (Bankr. D. Del. Aug. 17, 2022); *In re Enjoy Tech., Inc.*, Case No. 22-10580 (JKS) (Bankr. D. Del. Aug. 1, 2022); *In re Ruby Pipeline, L.L.C.*, Case No. 22-10278 (CTG) (Bankr. D. Del. May 24, 2022); *In re Energy Alloy Holdings, LLC*, Case No. 20-12088 (MFW) (Bankr. D. Del. Oct. 9, 2020); *In re Shiloh Industries, Inc.*, Case No. 20-12024 (LSS) (Bankr. D. Del. Aug. 30, 2020); *In re Brooks Brothers Grp., Inc.*, Case No. 20-11785 (CSS) (Bankr. D. Del. Aug. 19, 2020); *In re Exide Holdings, Inc.*, Case No. 20-11157 (CSS) (Bankr. D. Del. June 25, 2020); *In re The Hertz Corp.*, Case No. 20-11218 (MFW) (Bankr. D. Del. June 24, 2020); *In re Longview Power, LLC*, Case No.

20-10951 (BLS) (Bankr. D. Del. May 18, 2020); *In re Rentpath Holdings, Inc.*, Case No. 20-10312 (BLS) (Bankr. D. Del. Mar. 10, 2020); *In re Perkins & Marie Callender's, LLC*, Case No. 19-11743 (KG) (Bankr. D. Del. Sept. 10, 2019); *In re FTD Cos., Inc.*, Case No. 19-11240 (LSS) (Bankr. D. Del. July 1, 2019); *In re Cloud Peak Energy Inc.*, Case No. 19-11047 (KG) (Bankr. D. Del. June 10, 2019); *In re WMC Mortg., LLC*, Case No. 19-10879 (CSS) (Bankr. D. Del. Apr. 23, 2019); *In re Hexion Holdings LLC*, Case No. 19-10684 (KG) (Bankr. D. Del. May 1, 2019); *In re Imerys Talc Am., Inc.*, Case No. 19-10289 (LSS) (Bankr. D. Del. March 19, 2019); *In re LBI Media, Inc.*, Case No. 18-12655 (CSS) (Bankr. D. Del. Dec. 12, 2018); *In re Samuels Jewelers, Inc.*, Case No. 18-11818 (KJC) (Bankr. D. Del. Aug. 7, 2018); *In re The Nordam Grp., Inc.*, Case No. 18-11699 (MFW) (Bankr. D. Del. July 22, 2018); *In re The Rockport Co., LLC*, Case No. 18-11145 (LSS) (Bankr. D. Del. May 14, 2018); *In re Southeastern Grocers, LLC*, Case No. 18-10700 (MFW) (Bankr. D. Del. Mar. 27, 2018); *In re Claire's Stores, Inc.*, Case No. 18-10584 (MFW) (Bankr. D. Del. Mar. 19, 2018); *In re The Weinstein Co. Holdings, LLC*, Case No. 18-10601 (MFW) (Bankr. D. Del. Mar. 19, 2018); *In re TerraVia Holdings, Inc.*, Case No. 17-11655 (CSS) (Bankr. D. Del. Aug. 2, 2017); *In re TK Holdings Inc.*, Case No. 17-11375 (BLS) (Bankr. D. Del. June 25, 2017); *In re Tidewater Inc.*, Case No. 17-11132 (BLS) (Bankr. D. Del. May 17, 2017); *In re GulfMark Offshore, Inc.*, Case No. 17-11125 (KG) (Bankr. D. Del. May 17, 2017); and *In re Panda Temple Power, LLC*, Case No. 17-10839 (LSS) (Bankr. D. Del. Apr. 17, 2017).

6. In June 2023, the Debtors formally engaged RL&F in connection with their restructuring efforts. In providing prepetition professional services to the Debtors, RL&F has become familiar with the Debtors and their businesses, including the Debtors' financial affairs, debt structure, operations, and related matters. Having provided such professional services to the

Debtors, RL&F has developed relevant experience and expertise regarding the Debtors that will assist it in providing effective and efficient services in the Chapter 11 Cases. Accordingly, RL&F is both well-qualified and uniquely able to represent the Debtors in the Chapter 11 Cases in an efficient and timely manner.

### **SERVICES TO BE PROVIDED**

7. The Debtors require RL&F to render a variety of legal services during the pendency of the Chapter 11 Cases and to assist the Debtors in addressing the myriad issues that may arise. Subject to further order of the Court, the Debtors request the employment and retention of RL&F to render professional services, including, but not limited to:

- a) advising the Debtors of their rights, powers, and duties as debtors and debtors in possession under chapter 11 of the Bankruptcy Code;
- b) coordinating and collaborating with the Debtors' proposed lead bankruptcy counsel, White & Case LLP ("**W&C**") in connection with the preparation and filing of petitions, motions, applications, orders, reports, and papers necessary or desirable to commence and prosecute the Chapter 11 Cases;
- c) coordinating with the U.S. Trustee, and the Court, to the extent necessary, for the purpose of facilitating the orderly administration and prosecution of the Chapter 11 Cases;
- d) assisting the Debtors' proposed lead bankruptcy counsel, W&C, to the extent requested by such counsel, in light of RL&F's knowledge of the Local Rules, the U.S. Trustee's guidelines, and practice, with the preparation, on behalf of the Debtors, of all motions, applications, answers, orders, reports, and papers in connection with the administration of the Debtors' estates;
- e) attending any and all hearings held before the Court, or any other court in connection with, or arising out of, the Chapter 11 Cases;
- f) to the extent requested by the Debtors' or their proposed lead bankruptcy counsel, W&C, performing all other necessary or desirable legal services in connection with the restructuring process and the Chapter 11 Cases; and

- g) performing all other necessary and desirable legal services in connection with the Chapter 11 Cases.

8. In addition to those services set forth in paragraphs 7(a) through 7(g) above, RL&F may perform all other services assigned by the Debtors. To the extent RL&F determines that such services, including those services set forth in paragraph 7(g) above, fall outside of the scope of services historically or generally performed by RL&F as counsel in a bankruptcy case, RL&F will file a supplemental declaration. RL&F has and will continue to work closely with the Debtors' other professionals to prevent any duplication of efforts in the course of advising the Debtors. RL&F is willing and able to act in the Chapter 11 Cases and render the necessary professional services as bankruptcy co-counsel to the Debtors on the terms described herein, and subject itself to the jurisdiction of the Court.

### **PROFESSIONAL COMPENSATION**

9. Subject to the approval of this Court, in accordance with the applicable provisions of the Bankruptcy Code, compensation will be paid to RL&F on an hourly basis at the customary hourly rates in effect when services are rendered, plus reimbursement of actual, necessary expenses and other charges incurred by RL&F according to its customary reimbursement policies.

10. RL&F's current hourly rates for matters related to the Chapter 11 Cases are expected to be within the following ranges:

| <b><u>Position</u></b> | <b><u>Range of Current<br/>Hourly Rates</u></b> |
|------------------------|---|
| Directors              | \$750 - \$1,325 an hour                         |
| Counsel                | \$795 - \$875 an hour                           |
| Associates             | \$495 - \$775 an hour                           |
| Paraprofessionals      | \$375 an hour                                   |

11. The principal professionals and paraprofessionals designated to represent the Debtors in the Chapter 11 Cases and their current standard hourly rates are as follows:

|    |                        |                  |
|----|------------------------|------------------|
| a) | Kevin Gross            | \$1,325 per hour |
| b) | Daniel J. DeFranceschi | \$1,300 per hour |
| c) | Robert J. Stearn, Jr.  | \$1,300 per hour |
| d) | Paul N. Heath          | \$1,150 per hour |
| e) | Amanda R. Steele       | \$995 per hour   |
| f) | Jason M. Madron        | \$875 per hour   |
| g) | Cory D. Kandestin      | \$875 per hour   |
| h) | David T. Queroli       | \$750 per hour   |
| i) | James F. McCauley      | \$595 per hour   |
| j) | Barbara J. Witters     | \$375 per hour   |

12. RL&F's hourly rates are set at a level designed to compensate RL&F fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions (which adjustments will be reflected in the first RL&F fee application following such adjustments) and are consistent with the rates charged elsewhere. Other than these periodic adjustments, RL&F does not expect any changes during the pendency of the Chapter 11 Cases.

13. RL&F has not shared or agreed to share any of its compensation received from the Debtors with any other persons, except as permitted by section 504 of the Bankruptcy Code.

14. The Debtors do not owe RL&F any amount for services rendered or expenses incurred prior to the Petition Date, and thus RL&F is not a prepetition creditor of the Debtors.

15. In addition, consistent with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, I submit the following information:

- a. RL&F agreed not to charge the Debtors for in-house printing, telephone, fax or electronic research expenses. Other than these charges, RL&F did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.
- b. None of RL&F's professionals, included in this engagement, have varied their rate based on geographic location for these chapter 11 cases;
- c. RL&F has advised the Debtors in connection with their restructuring efforts and in contemplation of these chapter 11 cases since on or about June 21, 2023. The billing rates, except for RL&F's standard and customary periodic rate adjustments as set forth above, and material financial terms have not changed postpetition from the prepetition arrangement; and
- d. RL&F, in conjunction with the Debtors, is developing a prospective budget and staffing plan for these chapter 11 cases.

#### **RETAINER**

16. Prior to the Petition Date, RL&F rendered legal services to the Debtors in connection with, and in contemplation of, the Chapter 11 Cases. In addition, RL&F received a retainer payment from the Debtors in the amount of \$205,214.00 (the “**Retainer**”) to serve as a retainer and to cover fees and expenses actually incurred, as well as anticipated to be incurred, prior to, and in connection with, the Debtors' restructuring and the commencement of the Chapter 11 Cases. As set forth in **Exhibit 4** hereto, RL&F drew down the entirety of the Retainer in order to cover unpaid fees and expenses actually incurred and anticipated to be incurred through the Petition Date. At the time of filing the Chapter 11 Cases, the Retainer had a zero balance. On July 6, 2023, RL&F completed a final accounting of all amounts actually incurred as fees and expenses prior to the Petition Date relating to the Chapter 11 Cases. RL&F has determined that \$81,493.00



was not actually incurred as fees and expenses prior to the Petition Date and has credited such amount back to the Retainer, with such excess amount to be held as an evergreen retainer in the bankruptcy case as discussed in the Application.

17. An accounting summary of payments made to RL&F by the Debtors during the 90-day period prior to the Petition Date and the actual and estimated amounts incurred by RL&F is attached hereto as **Exhibit 4**.

#### **RL&F'S DISINTERESTEDNESS**

18. RL&F maintains and systematically updates its conflict check system in the regular course of its business, and it is the regular practice of RL&F to make and maintain these records. The conflict system maintained by RL&F is designed to include (i) every active matter on which RL&F is engaged, (ii) every closed matter on which RL&F has been engaged since 1990, (iii) the entity by which it is now or has been engaged, (iv) the identity of related parties, (v) the identity of adverse parties, and (vi) the attorney at RL&F who is knowledgeable about the matter. It is the policy of RL&F that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including: (a) the identity of the prospective client, (b) the matter, and (c) the related and adverse parties. Accordingly, the database is updated for every new matter undertaken by RL&F. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

19. Insofar as I have been able to ascertain, neither I, RL&F, nor any other attorney, including any director, counsel or associate of RL&F, currently represents, or has in the past

represented, or has any connection with, the potential parties in interest set forth on **Exhibit 3** attached hereto (collectively, the “**Parties in Interest**”), except as set forth hereinafter.

20. Through the procedures set forth above, RL&F has determined that it has in the past represented, currently represents, and/or may in the future represent, in matters wholly unrelated to the Debtors, the Parties in Interest (or affiliates thereof) set forth on **Exhibit 1** attached hereto (who are current clients) and the Parties in Interest (or affiliates thereof) set forth on **Exhibit 2** attached hereto (who are former clients that RL&F has represented within the last five (5) years). I do not believe that any single matter is a major engagement that would involve either the billing of fees in excess of one half of one percent (0.5%) of RL&F’s annual fees billed, or that, in the aggregate for any related group of entities, exceeds one percent (1%) of RL&F’s annual fees billed. In any event, RL&F will not represent any of the Parties in Interest other than the Debtors in any facet relating to the Debtors (other than as disclosed herein) or the Chapter 11 Cases.

21. In addition, as part of its practice, RL&F appears in cases, proceedings and transactions involving many different attorneys, counsel, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and parties in interest in the Chapter 11 Cases. RL&F has not represented and will not represent any such entities in relation to the Debtors or in the Chapter 11 Cases.

**ADDITIONAL SPECIFIC DISCLOSURES RELATING TO RL&F’S DISINTERESTEDNESS**

22. RL&F is Delaware local counsel to David Hamamoto (“**Hamamoto**”), Mark Walsh

(“**Walsh**”), Andrew Richardson, Steven Hash, and Judith Hannaway<sup>3</sup>(collectively, the “**Chancery Court Defendants**”), in that certain civil action styled *In re Lordstown Motors Corp. Stockholders Litigation*, C.A. No. 2021-1066-LWW, a putative class action lawsuit, pending in the Court of Chancery of the State of Delaware (“**Chancery Court 1066 Action**”<sup>4</sup>). Chancery Court 1066 Action was brought by and on behalf of shareholders of Lordstown Motors Corp. (*i.e.*, one of the Debtors) (“**LMC**”) and alleges, among other things, breach of fiduciary duty claims stemming from the merger of DiamondPeak Holdings Corp. (“**DiamondPeak**”) with Lordstown EV Corporation (“**Legacy LMC**”) that ultimately became the Debtors against: (a) the Chancery Court Defendants, in their capacities as members of DiamondPeak’s board of directors (the “**DiamondPeak Board**”); and (b) DiamondPeak Sponsor LLC (the “**Sponsor**”) and Hamamoto and Walsh in their capacities as alleged controlling stockholders of the Sponsor. Other than Hamamoto, none of the Chancery Court Defendants were or are currently members of the Debtors’ board of directors. The fees and costs incurred by RL&F in connection with Chancery Court 1066 Action are the direct obligation of the Chancery Court Defendants. While not a defendant in Chancery Court 1066 Action, LMC is represented by Potter Anderson & Corroon LLP (“**Potter Anderson**”) in such action.

23. Additionally, RL&F is Delaware local counsel to Walsh, Andrew Richardson,

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<sup>3</sup> RL&F was also co-counsel to another defendant, DiamondPeak Sponsor LLC, in Chancery Court 1066 Action, but this party was ultimately dismissed from Chancery Court 1066 Action, pursuant to a stipulation and order entered by the Court of Chancery. *See In re Lordstown Motors Corp. Stockholders Litigation*, C.A. No. 2021-1066-LWW (Del. Ch. June 21, 2023) (Stipulation and Order of Dismissal of DiamondPeak Sponsor LLC Without Prejudice).

<sup>4</sup> RL&F is also Delaware local counsel to the same Chancery Court Defendants in the related litigation, C.A. No. 2021-1049-MTZ, which is currently stayed, in the Court of Chancery of the State of Delaware (the “**Stayed Chancery Action**”). The foregoing disclosures with respect to Chancery Court 1066 Action similarly apply to the Stayed Chancery Action.

Steven Hash, and Judith Hannaway (collectively, the “**District Court Defendants**” and together with the Chancery Court Defendants, the “**Defendants**”), in that certain civil action styled *In re Lordstown Motors Corp. Shareholder Derivative Litigation*, C.A. No. 21-00604-SB, a derivative shareholder lawsuit pending against, among others, the District Court Defendants in the United States District Court for the District of Delaware (the “**District Court Action**” and together with the Chancery Court 1066 Action, and the Stayed Chancery Action, the “**Actions**”). The District Court Action is a stockholder derivative action purportedly brought on behalf of and for the benefit of LMC against certain of LMC’s (and its predecessor’s) officers and directors (including the District Court Defendants) seeking to remedy alleged violations of the federal securities laws, breaches of fiduciary duty, and unjust enrichment. All of the District Court Defendants are former members of the board of directors of DiamondPeak (a predecessor of the Debtors), but are not and were not members of the current Debtors’ board of directors. LMC is a nominal defendant in the District Court Action and is represented by Potter Anderson in connection therewith. The fees and costs incurred by RL&F in connection with the District Court Action are the direct obligation of the District Court Defendants. Of note, the District Court Action is currently stayed.<sup>5</sup>

24. RL&F will not represent any of the Defendants in any manner in the Chapter 11 Cases including, without limitation, asserting any claims of any nature against any of the Debtors. Moreover, to address any potential conflict of interest arising from RL&F’s representation of the Defendants, RL&F obtained a written waiver from the Debtors. Pursuant to such waiver, the Debtors, among other things, expressly waived any actual or potential conflict of interest in

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<sup>5</sup> See *In re Lordstown Motors Corp. Shareholder Derivative Litigation*, C.A. No. 21-00604-SB (D. Del. May 9, 2023) (Oral Order) [Docket No. 49].

connection with RL&F having represented, currently representing, or in the future representing the Defendants in the Actions or any other matters that are unrelated to RL&F's representation of the Debtors in the Chapter 11 Cases. In addition, RL&F and all of the Defendants entered into written conflict waiver agreements, pursuant to which the Defendants expressly agreed to waive any actual or potential conflict of interest in connection with RL&F representing the Debtors in connection with the Chapter 11 Cases, on the one hand, and RL&F's past, present, and future representation of the Defendants in the Actions, on the other hand. The Defendants further acknowledged and agreed that RL&F will act in all potential capacities on behalf of, and as legal co-counsel to, the Debtors in connection with the Chapter 11 Cases, *provided, however*, that RL&F has agreed that it will not act on behalf of the Debtors in any adversary proceeding or contested direct dispute between the Debtors and any of the Defendants. The Defendants further acknowledged and agreed that RL&F will not represent any of the Defendants in any manner in the Chapter 11 Cases, and the Defendants will engage separate counsel to advise and represent them in connection with the Chapter 11 Cases, if applicable.

25. Further, none of the RL&F professionals involved in the representation of the Defendants in the above referenced representations is or will be involved in the representation of the Debtors in these Chapter 11 Cases. RL&F also has instituted and maintained an ethical screening wall between the RL&F professionals representing the Defendants in the Actions and the RL&F professionals representing the Debtors. Moreover, RL&F shall not disclose any confidential information belonging to the Defendants, or the Debtors, to such other party. In addition, no RL&F attorneys representing the Debtors, on the one hand, and the RL&F attorneys representing the Defendants, on the other hand, shall act against each other, and any negotiations

(if any) between the Debtors, on the one hand, and the Defendants, on the other hand, will be handled by their respective other outside counsel. Further, as set forth above, RL&F has not represented and will not represent any of the Defendants in connection the Debtors' current restructuring and these Chapter 11 Cases. In fact, the Debtors are also represented by White & Case, and the Chancery Court Defendants each are also represented by counsel other than RL&F.

26. RL&F made a general inquiry to all attorneys of the firm, including any director, counsel, or associate thereof, requesting disclosure, to the best of their knowledge, of any connection or relationship with (i) any current Bankruptcy Court Judge or District Judge in the District of Delaware or (ii) any trustee, attorney, or staff employed by the U.S. Trustee.

27. RL&F also made a general inquiry to all attorneys of the firm, including any director, counsel, or associate thereof, requesting disclosure, to the best of their knowledge, of any connection that such person, or such person's immediate family, may have to the Debtors and certain other Parties in Interest. No attorney of RL&F indicated that they were aware of any such connection.

28. Except as set forth herein, and based upon the information available to me, neither I, RL&F, nor any attorney employed by RL&F, including any director, counsel, or associate thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates. In addition, RL&F is not a creditor of the Debtors. Therefore, based upon the information available to me, I believe that RL&F is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

29. Based on the foregoing, except to the extent set forth herein, to the best of my knowledge, information and belief and in accordance with Bankruptcy Rule 5002, no attorney, including any director, counsel, or associate, of RL&F, has a connection with any United States Bankruptcy Judge in the District of Delaware or the U.S. Trustee that would render RL&F's retention in the Chapter 11 Cases improper.

30. In addition, as noted above, the Debtors have numerous creditors and relationships with various individuals and entities that may be Parties in Interest in the Chapter 11 Cases. Consequently, although every reasonable effort has been made to discover all connections with the Parties in Interest, including the efforts outlined herein, RL&F is unable to state with certainty whether every possible connection has been discovered. If, however, RL&F discovers any information that is contrary or pertinent to the statements made herein, including if any attorney employed by RL&F, including any director, counsel, or associate thereof, has any connection with any of the Parties in Interest, RL&F will promptly disclose such information to the Court.

31. RL&F will conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. Pursuant to Local Rule 2014-1, to the extent that RL&F learns of any additional material information relating to its employment (such as potential or actual conflicts of interest), RL&F will file and serve a supplemental affidavit or declaration with the Court setting forth the additional information.

Dated: July 6, 2023  
Wilmington, Delaware

Respectfully submitted,

/s/ Kevin Gross

Kevin Gross (No. 209)

**Exhibit 1<sup>1</sup> - Current Clients<sup>2</sup>**

**Debtor Entities**

Lordstown Motors Corp.

**Directors and Officers**

David T. Hamamoto

Keith Feldman

**Top Unsecured Creditors**

Certain related affiliates of Amphenol Interconnect Products Corporation

Certain related affiliates of AT&T MOBILITY-CC

Certain related affiliates of CEVA Contract Logistics US Inc

Certain related affiliates of Cognizant Mobility, Inc

Certain related affiliates of HRB Industries Corp.

Certain related affiliates of Laval Tool & Mould LTD.

Certain related affiliates of Meta Systems SpA

Certain related affiliates of St. Clair Technologies Inc.

Certain related affiliates of VIA Optronics LLC

Certain related affiliates of ZF Passive Safety Systems US Inc.

**Cash Management Banks**

JP Morgan Asset Management and certain related affiliates thereto

Certain related affiliates of JP Morgan Chase Bank, N.A.

Certain related affiliates of JP Morgan Institutional Investments Global Liquidity

Certain related affiliates of JP Morgan Prime

Certain related affiliates of JP Morgan Securities

**Significant Lease and Contract Counterparties**

Certain related affiliates of Arthur J. Gallagher Risk Management Services, Inc.

Certain related affiliates of Cigna Health and Life Insurance Company

Certain related affiliates of GAC R&D Center Detroit, LLC

Certain related affiliates of General Motors

Certain related affiliates of Principal Life Insurance Company

TransAmerica Corporation and certain related affiliates thereto

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<sup>1</sup> Parties that are both current clients and former clients of RL&F are only listed on Exhibit 1—Current Clients.

<sup>2</sup> Due to the similarity of names of certain entities, RL&F was not able to determine if all entities listed herein are actually affiliates of current clients. However, out of an abundance of caution, RL&F has listed those entities which it reasonably believes may be affiliates of current clients.



### **Significant Vendors**

Certain related affiliates of Amphenol Interconnect Products Corporation  
Certain related affiliates of Anchor Tool and Die Company dba Anchor Manufacturing Group, Inc.  
Certain related affiliates of AT&T MOBILITY-CC  
Certain related affiliates of CEVA Contract Logistics US Inc  
Certain related affiliates of CEVA International, Inc  
Certain related affiliates of CITIC Dicastal Co., Ltd.  
Certain related affiliates of Cognizant Mobility, Inc  
Certain related affiliates of Cognizant Worldwide Limited  
Certain related affiliates of Complete Discovery Source, Inc (CDS)  
Certain related affiliates of Cox Automotive Mobility Solutions, Inc  
Cox Automotive, Inc – Manheim and certain related affiliates thereto  
Haynes and Boone, LLP  
Certain related affiliates of HRB Industries Corp  
KPMG LLP  
Certain related affiliates of Laval Tool & Mould LTD.  
Certain related affiliates of Meta Systems SpA  
Certain related affiliates of Mosaic Corporation  
Certain related affiliates of New Eagle, LLC  
Certain related affiliates of Principal Life Insurance Company  
Certain related affiliates of St. Clair Technologies Inc.  
Sullivan & Cromwell LLP  
Certain related affiliates of Triple Crown Consulting, LLC  
Certain related affiliates of ZF PASSIVE SAFETY SYSTEMS US INC.

### **Customers**

Certain related affiliates of City of Washington, D.C.  
Certain related affiliates of Army Contract Command – Detroit Arsenal (ACC-DTA)

### **Debtor Restructuring Professionals**

Jefferies Group LLC and certain related affiliates thereto  
White & Case LLP  
Certain affiliates of FTI Consulting, Inc.

### **Ordinary Course Professionals & Professionals of Parties in Interest**

Akin Gump Strauss Hauer & Feld LLP  
Ankura Intermediate Holdings, LP dba Ankura Consulting Group LLC  
Dentons US  
Certain related affiliates of Ernst & Young U.S. LLP

Haynes and Boone, LLP  
KPMG LLP  
Latham & Watkins LLP  
Certain related affiliates of Mercer Capital Management, Inc.  
Paul Hastings LLP  
Sullivan & Cromwell LLP

### **Utilities**

Certain related affiliates of AT&T Business Direct  
Certain related affiliates of AT&T MOBILITY-CC  
Certain related affiliates of Cox Communications California LLC dba Cox Business  
Southern California Edison

### **Taxing and Regulatory Authorities**

Certain related affiliates of California State Board of Equalization  
Certain related affiliates of Delaware Secretary of State  
Certain related affiliates of Delaware State Treasury  
Certain related affiliates of Delaware Tax Authority  
Certain related affiliates of Ohio Department of Taxation  
Certain related affiliates of Ohio Bureau of Workers' Compensation

### **Litigation Parties**

Andrew C. Richardson  
David M. Cohen  
David T. Hamamoto  
Judith A. Hannaway  
Keith A. Feldman  
Mark A. Walsh  
Steven R. Hash  
DiamondPeak Sponsor LLC

### **Lien Holders**

Certain related affiliates of Hewlett-Packard Financial Services Company  
Certain related affiliates of Precision Jig and Fixture

### **Other Parties in Interest**

Certain related affiliates of Softbank  
Certain related affiliates of Blackrock Institutional Trust Company, N.A.  
Blackrock and certain related affiliates thereto

**Exhibit 2-Former Clients**

**Directors and Officers**

Daniel Ninivaggi

**Significant Vendors**

Certain related affiliates of Triple Crown Consulting, LLC

Certain related affiliates of DAG LTD, LLC

**Ordinary Course Professionals & Professionals of Parties in Interest**

Simpson Thacher & Bartlett LLP

**Insurance Parties**

AXIS Insurance Company

Certain related affiliates of Underwriters At Lloyds London

XL Specialty Insurance Company

### **Exhibit 3 - Parties-in-Interest**

#### **Debtor Entities**

1. Lordstown Motors Corp. (DE)
2. Lordstown EV Corp. (DE)
3. Lordstown EV Sales LLC (DE)

#### **Related/Former Names of Entities**

1. DiamondPeak Holdings Corp. (n/k/a Lordstown Motors Corp.)
2. DPL Merger Sub Corp. (n/k/a Lordstown EV Corporation)
3. MIH EV Design, LLC

#### **Directors and Officers**

1. Adam Kroll
2. Angela Strand
3. Dale Spencer
4. Daniel Ninivaggi
5. David T. Hamamoto
6. Donna Bell
7. Edward T. Hightower
8. Jane Reiss
9. Joseph B. Anderson Jr.
10. Keith Feldman
11. Laura Soave
12. Melissa Leonard

#### **Former Directors and Officers**

1. Jane Ritson-Parsons
2. John LeFleur
3. John R. Whitcomb
4. Michael Gates
5. Mickey Kowitz
6. Martin Rucidlo
7. Rebecca Roof
8. Stephen S. Burns
9. Thomas V. Canepa

#### **Senior Employees**

1. Cheryl Johnson
2. Darren Post
3. Jill Coniglio-Kirk
4. Carter Driscoll
5. Michael Port
6. Raghu Aerabati
7. Waqar Hashim
8. Andrew Reyntjes

#### **Top Unsecured Creditors**

1. Amphenol Interconnect Products Corporation
2. AP Expert Group LLC
3. AT&T MOBILITY-CC
4. Barry L. Leonard and Company Inc. dba Trans Machine Technologies
5. Bossard Inc.
6. CEVA Contract Logistics US Inc
7. Cognizant Mobility, Inc
8. Elaphe Propulsion Technologies LTD
9. Fiberdyne Research Pty Ltd
10. Filec Production SAS - Amphenol
11. Foxconn EV System LLC
12. Greatech Intergration (M) SDN.BHD.
13. Harco Manufacturing Group, LLC
14. HRB Industries Corp.
15. JVIS USA LLC
16. Laval Tool & Mould LTD.
17. Marelli North America Inc dba CalsonicKansel North America Inc
18. Meta Systems SpA
19. Nexteer Automotive Corporation
20. Pektron EV Limited
21. Proper Group Holdings LLC dba Proper Tooling LLC
22. Quality MetalCraft Inc.
23. SA Automotive LTD
24. Sharp Dimension Inc
25. St. Clair Technologies Inc.
26. Superior Cam Inc

27. Technology Solutions Anywhere LLC dba Readysoft
28. Teijin Automotive Technologies, Inc
29. The Timken Corporation
30. Three-Dimensional Services dba 3 Dimensional Services Group
31. thyssenkrupp Materials NA, Inc. dba Ken-Mac Metals or thyssenkrupp Steel Services
32. Ventra Group Co. dba Flex-N-Gate Bradford
33. VIA Optronics LLC
34. Zetwerk Manufacturing USA, Inc.
35. ZF Passive Safety Systems US Inc.

#### **Cash Management Banks**

1. JP Morgan Asset Management
2. JP Morgan Chase Bank, N.A.
3. JP Morgan Institutional Investments Global Liquidity
4. JP Morgan Prime
5. JP Morgan Securities

#### **Significant Lease and Contract Counterparties**

1. 275 Hills Tech Ventures LLC
2. Aon (Bermuda) Ltd.
3. Aon Risk Services Central Inc.
4. Aon UK Limited
5. Arthur J. Gallagher Risk Management Services, Inc.
6. Applied Medical Resources Corporation
7. Cigna Health and Life Insurance Company
8. Elaphe Propulsion Technologies Ltd.
9. Foxconn EV Property Development LLC
10. Foxconn EV System LLC
11. GAC R&D Center Detroit, LLC
12. General Motors
13. GM EV Holdings LLC
14. Liberty Property and Asset Management
15. Michigan Strategic Fund
16. Paylocity Corporation

17. Principal Life Insurance Company
18. TenantBase, Inc.
19. TransAmerica Corporation
20. Willowgreen Building Group, LLC
21. Workhorse Group Inc.

#### **Significant Vendors**

1. A Say Inc dba Say Communications LLC
2. A.K.Stamping Company, Inc
3. ABSOLUTE ELECTRONICS INC
4. Akebono Brake Company
5. Amphenol Interconnect Products Corporation
6. Anchor Tool and Die Company dba Anchor Manufacturing Group, Inc.
7. Anderton Castings SAS
8. AP Expert Group LLC
9. Armada Toolworks LTD.
10. AT&T MOBILITY-CC
11. ATCO Industries, Inc.
12. Auto Motive Power Inc
13. Baker Hostetler
14. Barry L. Leonard and Company Inc. dba Trans Machine Technologies
15. Bennie W Fowler, LLC
16. Bossard Inc.
17. Brikho & Kallabat, P.C. DBA Joseph Kallabat and Associates, PC
18. CEVA Contract Logistics US Inc
19. CEVA International, Inc
20. CITIC Dicastal Co., Ltd.
21. Cognizant Mobility, Inc
22. Cognizant Worldwide Limited
23. Complete Discovery Source, Inc (CDS)
24. Contour Hardening Inc.
25. Cox Automotive Mobility Solutions, Inc
26. Cox Automotive, Inc - Manheim
27. Custodial Building Services, Inc
28. DAG LTD, LLC
29. Detroit Engineered Products dba DEP
30. Duggan Manufacturing LLC
31. Elaphe Propulsion Technologies LTD
32. Fiberdyne Research Pty Ltd
33. Filec Production SAS - Amphenol

34. Foshan Aoya Electrical and Mechanical Co., Ltd.
35. Foxconn EV Property Development LLC
36. Foxconn EV System LLC
37. Greatech Intergration (M) SDN.BHD.
38. Harco Manufacturing Group, LLC
39. Haynes and Boone, LLP
40. HRB Industries Corp
41. HubSpot Inc
42. IEE S.A.
43. Infosys Limited
44. Jiangyin Haida Rubber and Plastic Co., Ltd. dba Haida
45. JVIS USA LLC
46. KPMG LLP
47. Lasky, LLC
48. Laval Tool & Mould LTD.
49. Logicalis, Inc.
50. Lumma Clean LLC
51. Mahle Behr USA Inc
52. Mainfreight, Inc - Canada
53. Mainfreight, Inc.
54. Marelli North America Inc dba CalsonicKansel North America Inc
55. Megatronix (Beijing) Technology Co., Ltd.
56. Meta Systems SpA
57. Miotti Srl
58. Mosaic Corporation
59. MSSC US INC.
60. New Eagle, LLC
61. Nexteer Automotive Corporation
62. OpenText Inc.
63. Payscale Inc
64. Pektron EV Limited
65. Pi Innovo LLC
66. Pierburg US LLC
67. Potter Anderson & Corron LLP
68. Principal Life Insurance Company
69. Proper Group Holdings LLC dba Proper Tooling LLC
70. Quality MetalCraft Inc.
71. Racar Engineering, LLC
72. Ready Logistics, LLC
73. Roush Industries, Inc.
74. RTL Systems, LLC
75. SA Automotive LTD
76. Schwab Industries, Inc.
77. SG Automotive d.o.o.
78. Sharp Dimension Inc
79. Sherpa Commercial Vehicles, LLC
80. Silverman Consulting, Inc
81. Simpson Thacher & Bartlett LLP
82. Socotec Advisory, LLC
83. St. Clair Technologies Inc.
84. Sullivan & Cromwell LLP
85. Superior Cam Inc
86. Sybridge Technologies Canada, Inc
87. Technology Solutions Anywhere LLC dba Readysoft
88. Teijin Automotive Technologies, Inc
89. TERIS - Phoenix LLC DBA TERIS
90. The Timken Corporation
91. Three-Dimensional Services dba 3 Dimensional Services Group
92. thyssenkrupp Materials NA, Inc. dba Ken-Mac Metals or thyssenkrupp Steel Services
93. Transportation Research Center, Inc. dba TRC, Inc.
94. Triple Crown Consulting, LLC
95. TTI, INC dba Symmetry Electronics (a division of TTI, Inc.) and RFMW(a division of TTI, Inc.)
96. Ventra Group Co. dba Flex-N-Gate Bradford
97. VIA Optronics LLC
98. Victora Auto Private Limited
99. Zetwerk Manufacturing USA, Inc
100. ZF PASSIVE SAFETY SYSTEMS US INC.

### Customers

1. Army Contracting Command - Detroit Arsenal (ACC-DTA)
2. City of Washington, D.C.
3. Greenstreet EV Inc.
4. JoeyB QB LLC
5. Pratt & Miller Engineering & Fabrication LLC
6. San Diego Unified Port District

7. Sherpa Commercial Vehicles LLC

**Investors with over 5% Holdings**

1. Foxconn (Far East) Limited
2. Foxconn EV Technology, Inc.
3. Foxconn Ventures Pte. Ltd.
4. Foxtek Holdings Inc.
5. Foxtek Integration Inc.
6. Hon Hai Precision Industry Co., Ltd.
7. Hon Hai Technology Group
8. PCE Paragon Solutions Kft.

**Debtor Restructuring Professionals**

1. Jefferies Group LLC
2. Kurtzman Carson Consultants, LLC
3. Richards Layton & Finger, P.A.
4. Silverman Consulting, Inc.
5. White & Case LLP

**Ordinary Course Professionals & Professionals of Parties in Interest**

1. Akin Gump Strauss Hauer & Feld LLP
2. Ankura Intermediate Holdings, LP dba Ankura Consulting Group LLC
3. Baker & Hostetler LLP
4. Bernstein Litowitz Berger & Grossman, LLP
5. Bodman PLC
6. Climaco, Wilcox, Peca, Tarantino & Garofoli
7. Cohen Rosenthal & Kramer
8. Cooch and Taylor
9. Cummins Law
10. deLeeuw Law LLC
11. Dechert LLP
12. Deloitte & Touche LLP
13. Dentons US
14. Dittmer, Wagoner & Steele
15. Elfvin, Klingshirn, Royer & Torch, LLC
16. Employment Law Partners
17. Entwistle & Cappucci LLP
18. Ernst & Young U.S. LLP
19. Fisher and Phillips LLP
20. Foley & Lardner LLP

21. FTI Consulting, Inc.
22. Gladstein, Neandross & Associates
23. Hagens Berman Sobol Shapiro LLP
24. Haynes and Boone, LLP
25. Kaskela Law LLC
26. Kooperman Mentel Ferguson Yaross
27. KPMG LLP
28. Labaton Sucharow LLP
29. Latham & Watkins LLP
30. Law Office of Daniel R. Karon
31. Lasky, LLC
32. Lifshitz Law PLLC
33. Long Law, LLC
34. Mercer Capital Management, Inc.
35. Merriman Legando Williams & Klang
36. Murray, Murphy, Moul & Basil
37. Nelson Mullins Riley & Scarborough LLP
38. Paul Hastings LLP
39. Perantinides & Nolan
40. Perez & Morris
41. Phillips ADR Enterprises PC
42. Pomerantz LLP
43. Potter Anderson & Corroon LLP
44. Prospect Law LLP
45. Purcell & Lefkowitz LLP
46. Robbins Geller Rudman & Dowd
47. RSM US LLP
48. Saxena White
49. Schall Law
50. Schubert Jonckheer & Kolbe LLP
51. Seyfarth Shaw LLP
52. Shapiro Haber & Urmy LLP
53. Simpson Thacher & Bartlett LLP
54. Socotec Advisory, LLC
55. Strauss Troy
56. Sullivan & Cromwell LLP
57. The Brown Law Firm, P.C.
58. The Rosen Law Firm, P.A.
59. Winston & Strawn LLP
60. WIT Legal, LLC
61. Zoll & Kranz

### **Insurance Parties**

1. Accredited Specialty Insurance Company
2. Allied World Specialty Insurance Company
3. Associated Industries Insurance Co., Inc
4. AXIS Insurance Company
5. Berkley Insurance Company
6. CFC Underwriting / Lloyds
7. Continental Casualty Company
8. Endurance Assurance Corporation
9. Fair American Insurance & Reinsurance Co
10. Gemini Insurance Company
11. General Star Indemnity Company
12. Hudson Insurance Company
13. Ironshore Specialty Insurance Company
14. Magna Carta Insurance Ltd. / Lloyds
15. National Union Fire Ins Co of Pittsburgh, PA
16. RSUI Indemnity Company
17. RT Specialty Insurance Services, LLC
18. Samsung Fire & Marine Ins Co Ltd (US Br)
19. SiriusPoint Bermuda Insurance Company
20. The Cincinnati Indemnity Company
21. The Cincinnati Insurance Company
22. Underwriters At Lloyds London
23. Westfield Specialty Insurance Comp
24. XL Specialty Insurance Company

### **Utilities**

1. AT&T Business Direct
2. AT&T MOBILITY-CC
3. Comcast Holdings Corporation dba Comcast Cable Communication Management LLC
4. Cox Communications California LLC dba Cox Business
5. CR&R Environmental Services
6. Detroit Disposal & Recycling
7. Irvine Ranch Water District
8. Sonitrol Orange County

9. Southern California Edison
10. Southern California Gas Company dba The Gas Company; So Cal Gas

### **Taxing and Regulatory Authorities**

1. California Franchise Tax Board
2. California Department of Tax and Fee Administration
3. California State Board of Equalization
4. Committee on Foreign Investment in the United States
5. Delaware Secretary of State
6. Delaware State Treasury
7. Delaware Tax Authority
8. Internal Revenue Service
9. Michigan Department of Treasury
10. National Highway Traffic Safety Administration
11. Ohio Bureau of Workers' Compensation
12. Ohio Department of Taxation
13. Orange County Property Taxes
14. Pipeline and Hazardous Materials Safety Administration
15. Securities and Exchange Commission
16. U.S. Department of Justice
17. U.S. Patent and Trademark Office
18. Village of Lordstown, OH Income Tax Department

### **Litigation Parties**

1. Alicia Kelley
2. An Thai
3. Andrew C. Richardson
4. Angela Strand Boydston
5. Ashith Pabbathi
6. Atri Amin
7. Bei Qin
8. Benjamin Herbert
9. Caimin Flannery
10. Carole Cooper
11. Christopher Kim
12. Chuan D. Vo
13. Claude L. Patterson
14. Dale G. Spencer
15. Dan Zhihong Huang



16. Daniel J. Cohen
17. Daniel Tavares
18. Dari Tehrani
19. Darren Post
20. David M. Cohen
21. David T. Hamamoto
22. Ed Lomont
23. Eskander Tehrani
24. Ethan Fingerer
25. Evaristo Sarabia
26. FNY Managed Accounts LLC
27. George Troicky
28. Globestar Systems Inc.
29. Gurpreet Singh
30. Herbert Stotler
31. Hong Xin Huan (a/k/a George Huan)
32. Jane Reiss
33. Janelle Jackson
34. Jesse Brury
35. John H. Jenkins
36. John LeFleur
37. John Vo
38. Joshua Betof
39. Judith A. Hannaway
40. Julio C. Rodriguez
41. Karma Automotive LLC
42. Keith A. Feldman
43. Kenneth Davenport
44. Kevin Levent
45. Kin San Chan
46. M.R.S. Leasing Corporation LTD
47. Mario Guerrero
48. Mark A. Walsh
49. Martin J. Rucidlo
50. Matthew Rico
51. Michael Fabian
52. Michael D. Gates
53. Mickey W. Kowitz
54. Mohammed Chowdhury
55. Phil Richard Schmidt
56. Pnina Cohen
57. Punak Engineering, Inc.
58. Randy Slipher
59. Raymond Romano
60. Robert Miller
61. Robert Palumbo

62. Roger J. Durre
63. Shane Brown
64. Simha Cohen
65. Stephen Punak
66. Stephen S. Burns
67. Steven R. Hash
68. Steven Terry
69. Sulayman Zuod
70. DiamondPeak Sponsor LLC
71. Silverpeak and related entities (which includes SP SPAC Sponsor LLC, Silverpeak Real Estate Partners L.P., Silverpeak Strategic Partners LLC, Silverpeak Credit Partners LP, Silverpeak Renewables Investment Partners LP, and certain other affiliated entities)

#### **Lien Holders**

1. Competition Engineering, Inc.
2. Foxconn EV Technology, Inc.
3. Hewlett-Packard Financial Services Company
4. Peterson Jig and Fixture, Inc.
5. Precision Jig and Fixture
6. Proper Tooling, LLC & Proper Group International, LLC

#### **Office of the United States Trustee (Wilmington, DE)**

1. Andrew Vara
2. Benjamin Hackman
3. Christine Green
4. Denis Cooke
5. Diane Giordano
6. Dion Wynn
7. Edith A. Serrano
8. Hannah M. McCollum
9. Holly Dice
10. James R. O'Malley
11. Jane Leamy
12. Joseph Cudia
13. Joseph McMahon
14. Juliet Sarkessian

15. Karen Starr
16. Lauren Attix
17. Linda Casey
18. Linda Richenderfer
19. Michael Panacio
20. Nyanquoi Jones
21. Richard Schepacarter
22. Rosa Sierra-Fox
23. Shakima L. Dortch
24. Timothy J. Fox, Jr.

**United States Bankruptcy Judges in the  
District of Delaware**

1. Ashley M. Chan
2. Brendan L. Shannon
3. Craig T. Goldblatt
4. John T. Dorsey
5. Karen B. Owens
6. Kate Stickles
7. Laurie S. Silverstein
8. Mary F. Walrath
9. Thomas M. Horan

**Other Parties in Interest**

1. Softbank
2. Blackrock Institutional Trust Company,  
N.A.
3. Blackrock

**Exhibit 4 - Accounting Summary of Payments**

| <b>Date</b>  | <b>Transaction</b>   | <b>Amount</b>  | <b>Retainer Balance</b> |
|--------------|--|----------------|-------------------------|
| 6/23/2023    | Wire transfer deposit of Retainer  | \$205,214.00   | \$205,214.00            |
| 6/26/2023    | Retainer amount drawn down based on anticipated potential filing for services performed and anticipated to be performed through the Petition Date. This amount represented a good faith estimate of the fees and expenses associated with all such services, including fees and expenses already recorded in RL&F's billing system.  | (\$205,214.00) | \$0.00                  |
| July 6, 2023 | RL&F performed a reconciliation of the Retainer detailing that \$123,721.00 was actually incurred for prepetition fees and expenses through the filing of the Debtors' voluntary petitions. The total balance of \$81,493.00 not attributed to prepetition fees and expenses was credited back to the Retainer and will be held by RL&F as security throughout the Debtors' chapter 11 cases until RL&F's fees and expenses are awarded by final order and are then payable to RL&F. | --             | \$81,493.00             |